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URBAN A. LESTER

December 17, 1993

RECORDATION NO. 18613 FILED 1425

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DEC 20 1993 -2 30 PM

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INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of December 17, 1993, the first being a primary document and the other a secondary document related thereto, as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignor

Debtor:

ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee:

Air Products and Chemicals, Inc.
7201 Hamilton Blvd.
Allentown, Pennsylvania 18195-1501

Assignee/

Secured Party:

National⁵ Financial Capital Corporation
One Canterbury Green
201 Broad Street, 2nd Floor
Stamford, Connecticut 06901

[Handwritten signatures]

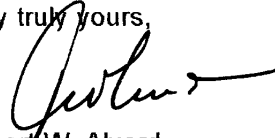
Mr. Sidney L. Strickland, Jr.
December 17, 1993
Page 2

A description of the railroad equipment and leases covered by the enclosed documents is attached to each document as Exhibit A.

Also enclosed is a check in the amount of \$36.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/20/93

OFFICE OF THE SECRETARY

Alvord & Alvord

Robert W. Alvord

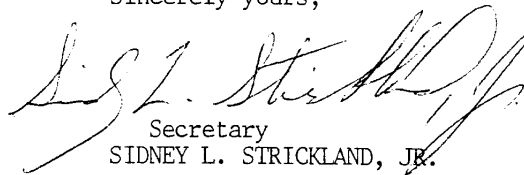
918 16th St N.W. Suite 200

Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **12/20/93** at **2:30pm**, and assigned
recordation number(s). **18613 & 18613-A, 18614 & 18614-A**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. **18613** FILED 1425

DEC 20 1993 -2 30 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("LESSOR")

AND

the Lessee identified herein, ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
December , 1993, at , Recordation No.

[4408-103/CV01.WPF/13NS/4276/38NS]

Memorandum dated as of December 17, 1993 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto, ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by

Manish Choh

Title: ~~ASSISTANT~~ TREASURER

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

DAVID M BRENSHLER
Notary Public, State of New York
Qualified in New York County
No. 4980938
Commission Expires April 29, 1995

EXHIBIT A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)			AAR Design- ation
		Rptg Mark	From	To Number of Cars	
AIR PRODUCTS AND CHEMICALS INC.	2-4575	ACFI	17137	17141	5 T399
AIR PRODUCTS AND CHEMICALS INC.	2-4847	ACFI	19965	0	1 T399
AIR PRODUCTS AND CHEMICALS INC.	2-5204	ACFI	97402	0	1 C214
AIR PRODUCTS AND CHEMICALS INC.	2-5205	ACFI	97412	0	1 C214
AIR PRODUCTS AND CHEMICALS INC.	2-5343	ACFI	86001	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5343	ACFI	86004	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5343	ACFI	88175	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5343	ACFI	88189	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI	83872	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI	83874	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI	86064	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI	87249	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI	87253	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI	89333	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI	89336	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5547	ACFI	89169	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-5582	ACFI	87217	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5582	ACFI	87243	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5582	ACFI	87246	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5894	ACFI	72516	72517	2 T106
AIR PRODUCTS AND CHEMICALS INC.	2-5894	ACFI	72520	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-5894	ACFI	72546	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-5894	ACFI	72548	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-6697	ACFI	18625	0	1 T399
AIR PRODUCTS AND CHEMICALS INC.	2-6697	ACFI	18627	18629	3 T399
AIR PRODUCTS AND CHEMICALS INC.	2-7226	ACFI	88917	88918	2 T106
AIR PRODUCTS AND CHEMICALS INC.	2-7226	ACFI	89005	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-7322	ACFI	89006	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-7322	ACFI	89010	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-7384	ACFI	15981	0	1 T103
AIR PRODUCTS AND CHEMICALS INC.	2-7750	ACFI	83087	83091	5 T103
AIR PRODUCTS AND CHEMICALS INC.	2-7796	ACFI	83113	83114	2 T105
AIR PRODUCTS AND CHEMICALS INC.	2-7960	ACFI	83236	83237	2 T105
AIR PRODUCTS AND CHEMICALS INC.	2-8440	ACFI	89894	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-8440	ACFI	89896	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-9903	ACFI	87132	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-9903	ACFI	87135	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-9903	ACFI	87139	87141	3 T108

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AIR PRODUCTS AND CHEMICALS INC.	2-1013	ACFX 96888 96889	2	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97398 0	1	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97406 97407	2	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97409 97410	2	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97413 97414	2	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97419 0	1	C214
AIR PRODUCTS AND CHEMICALS INC.	2-2171	ACFX 6243 0	1	T101
AIR PRODUCTS AND CHEMICALS INC.	2-2894	ACFX 78747 0	1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-2939	ACFX 12205 0	1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-2939	ACFX 12207 0	1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-2940	ACFX 12206 0	1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-2940	ACFX 12211 0	1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-2940	ACFX 12213 0	1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 78006 78007	2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 78010 0	1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 78012 78013	2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 83896 0	1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 84232 84233	2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 84439 0	1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 84441 84442	2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 87106 0	1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 87108 0	1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3323	ACFX 89007 89009	3	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3561	ACFX 12098 0	1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-3561	ACFX 12218 0	1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-3561	ACFX 88646 0	1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-3616	ACFX 83838 0	1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3616	ACFX 83875 0	1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3616	ACFX 89099 89100	2	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3806	ACFX 84660 0	1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3806	ACFX 84662 84663	2	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3882	ACFX 16927 0	1	T389
AIR PRODUCTS AND CHEMICALS INC.	2-3882	ACFX 17046 0	1	T409
AIR PRODUCTS AND CHEMICALS INC.	2-3882	ACFX 17772 0	1	T418
AIR PRODUCTS AND CHEMICALS INC.	2-3926	ACFX 83147 83148	2	T015
AIR PRODUCTS AND CHEMICALS INC.	2-4052	ACFX 89893 0	1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-4052	ACFX 89895 0	1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-4377	ACFX 81322 0	1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-4377	ACFX 81759 0	1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-4377	ACFX 83244 0	1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-4377	ACFX 83299 0	1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-4378	ACFX 80197 0	1	T407
AIR PRODUCTS AND CHEMICALS INC.	2-4378	ACFX 80284 0	1	T407
AIR PRODUCTS AND CHEMICALS INC.	2-4378	ACFX 80291 0	1	T407
AIR PRODUCTS AND CHEMICALS INC.	2-4539	ACFX 11983 0	1	T103